

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

| | | |
|--|---|----------------------------|
| ----- | X | |
| In re: | : | |
| | : | Chapter 11 |
| MEMORY LANE MUSIC GROUP LLC, <i>et al.</i> , | : | Case No. 22-70838 (AST) |
| | : | |
| Debtors. | : | Substantively Consolidated |
| ----- | X | |

**ORDER CONFIRMING DEBTORS’
SECOND AMENDED JOINT SUBCHAPTER V PLAN OF
REORGANIZATION PURSUANT TO 11 U.S.C. §§ 1129 AND 1191**

Upon request of the above-captioned debtors and debtors in possession (the “Debtors”), for approval under 11 U.S.C. §§ 1129 and 1191 of the Debtors’ proposed second amended joint subchapter V plan and related relief; and a copy of the Debtors’ Second Amended Joint Subchapter V Plan of Reorganization dated January 11, 2023 (the “Plan”)¹, the Order dated January 11, 2023 [ECF doc. 103] scheduling a hearing to consider confirmation of the Plan, and a ballot having been transmitted to all known holders of Claims and Interests; and upon the Local Bankruptcy Rule 3018-1 Summary and Certification of Ballots and Acceptances dated February 19, 2023 (the “Ballot Certification”) [ECF doc. 112], the Declaration of Mark Spier in Support of Confirmation of the Plan [ECF doc. 114], the Direct Testimony Affidavit of Roger Miller submitted in support of confirmation [ECF doc. 115], the Debtors’ Memorandum of Law in Support of Confirmation [ECF doc. 116], the record of and representations made at the hearing held by the Court on the Debtors’ request for confirmation of the Plan on February 28, 2023 (the “Hearing”), and all of the proceedings herein, and no objections to confirmation have been filed or interposed; and after due deliberation and sufficient cause appearing,

¹ All capitalized terms in this Order, unless otherwise defined, shall have the meaning ascribed to them in the Plan.

IT IS HEREBY FOUND AND DETERMINED THAT:

- A. The Plan satisfies the requirements of 11 U.S.C. §§ 1122, 1123, 1129, 1190 and 1191(a). Confirmation of the Plan is on a consensual basis.
- B. The Plan has been proposed in good faith.
- C. The settlement agreement among the Debtors, Non-Debtor Defendants and the *Bunch* Creditors, as described in Article XII of the Plan and attached as Exhibit 1 to the Plan and incorporated into the Plan, has been proposed in good faith, has been entered in the exercise of the Debtors' reasonable business judgment, and the terms thereof are fair, reasonable and above the lowest point in the range of reasonableness.

BASED ON THE FOREGOING, IT IS ORDERED, ADJUDGED AND DECREED:

- 1. The findings of this Court set forth above, together with all other bench findings, findings of fact and conclusions of law made by this Court during the Hearing, shall constitute findings of fact and conclusions of law pursuant to Rule 7052 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), made applicable by Bankruptcy Rule 9014.
- 2. The Plan is confirmed pursuant to 11 U.S.C. §§ 1129 and 1191(a). The Effective Date shall be March 20, 2023.
- 3. The Plan, this Order, and their respective provisions, including but not limited to its discharge and injunction provisions, shall be binding upon the Debtors and any and all creditors and any party in interest in the Chapter 11 Case, whether or not the Claim of such creditor or other party in interest is Impaired under the Plan and whether or not such creditor or other party in interest has filed or is deemed to have filed, a proof of Claim or has accepted or is

deemed to have accepted, or has rejected or is deemed to have rejected the Plan, to the fullest extent provided in 11 U.S.C. § 1141.

4. The discharge, injunction, releases and exculpation provisions in Article XIII of the Plan are approved.

5. Pursuant to Bankruptcy Rule 9019(a), the settlement with the *Bunch* Creditors set forth in Article XII of the Plan and the Settlement Agreement attached as Exhibit 1 to the Plan is approved.

6. The Debtors are authorized and directed to take any and all actions, and execute and deliver any and all instruments and documents that they deem necessary and appropriate to effect and consummate the Plan and carry out this Order in accordance with all applicable non-bankruptcy laws, including, without limitation, federal and state tax law, securities and corporation laws.


7. The Debtors shall file an application for a final decree after the plan has been substantially consummated. The Debtors shall continue to file required post-confirmation reports until a final decree has been entered.

8. Notwithstanding Bankruptcy Rules 7062 or 3020(e), this Order shall be effective and enforceable immediately upon entry.

9. This Court retains post-confirmation jurisdiction pursuant to and for the purposes of 11 U.S.C. §§ 105, 1127 and 1142 and for such other purposes as may be necessary and useful to aid in the confirmation, consummation and implementation of the Plan.

Dated: March 10, 2023
Central Islip, New York




Alan S. Trust
Chief United States Bankruptcy Judge